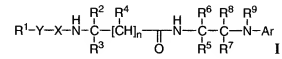
CLAIMS

1. (currently amended) A compound of Formula I:



or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein:

R^1 is ~~a member selected from the group consisting of H,~~ C_6-C_{10} aryl substituted with 0-3 R^{1a}, or ~~a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a};~~ a C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated; ~~and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;~~

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated,~~ and a C_1-C_4 alkyl substituted with 0-2 R^{16};

each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C_1-C_6 alkyl, C_1-C_6 alkoxy, CF_3 and OCF_3;

~~each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, C_1-C_6 alkoxy, CF_3, OCF_3, $C(=O)R^{10}$, $S(=O)_2R^{10}$; tBoc, Cbz; phenyl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};~~

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~; a C_1-C_6 alkyl substituted with 0-2 R^{2a}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, and -$S(=O)_2$-, a C_2-C_6 alkenyl, a C_2-C_6 alkynyl, a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}, ~~wherein said C_3-C_7 cycloalkyl optionally contains a heteroatom selected from –O-, -S-, and -$S(=O)_2$-~~, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, ~~a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}~~; a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

R^3 is a member selected from the group consisting of H and C_1-C_4 alkyl;

subscript n is 0 or 1;

R^4 is a member selected from the group consisting of H and C_1-C_6 alkyl;

~~alternatively, R^3 and R^4 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19}~~;

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; ~~5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~; and a C_1-C_6 alkyl substituted with 0-2 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -$S(=O)_2$- and –NR^{17}-;

Y is a member independently selected from the group consisting of a bond and -$(CR^{20}R^{21})_m$-W-$(CR^{22}R^{23})_p$-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, -$S(=O)_2$- and -NR^{12}-;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, -NR^{24}C(=O)- and -$S(=O)_2$-;

each of R^6, R^7, R^8 and R^9 is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

~~alternatively, R^5 and R^7 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};~~

~~alternatively, R^5 and R^9 are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R^{29}, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{29};

each R^{10} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a C_1-C_3 perfluoroalkyl, a C_1-C_4 alkyl substituted with 0-1 R^{25}, and a phenyl substituted with 0-3 R^{15}; ~~a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{16};~~

each R^{11} is independently a member selected from the group consisting of H, ^{t}BOC, Cbz, C_3-C_8 cycloalkyl, (C_1-C_6 alkyl)-C(=O)-, (C_1-C_6 alkyl)-S(=O)$_2$- and a C_1-C_6 alkyl;

each of R^{12}, R^{13} and R^{14} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

~~alternatively, R^{13} and R^{14} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

each R^{15} is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO_2, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, -SCH_3, -$S(=O)CH_3$, -$S(=O)_2CH_3$, $NR^{26}R^{27}$, C_1-C_6 alkoxy, C_1-C_3 perfluoroalkyl, C_1-C_3 perfluoroalkoxy and a C_1-C_6 alkyl;

each R^{16} is independently a member selected from the group consisting of H, OH, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, -SCH_3, -$S(=O)CH_3$, -$S(=O)_2CH_3$, C_1-C_6 alkoxy, $NR^{26}R^{27}$, and a phenyl substituted with 0-3 R^{15}, ~~a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group~~

~~consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated~~;

R^{17} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO_2, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a C_1-C_3 perfluoroalkyl, a C_1-C_3 perfluoroalkoxy, a phenyl substituted with 0-3 R^{15}~~, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated~~; and C_3-C_8 cycloalkyl;

each R^{19} is a independently a member selected from the group consisting of C_1-C_4 alkyl, F, Cl and C_1-C_4 alkoxy, CF_3 and OCF_3;

~~alternatively, two R^{19} on the same carbon may be combined to form C_3-C_6 cycloalkyl;~~

each of R^{20}, R^{21}, R^{22} and R^{23} is independently a member selected from the group consisting of a bond, H, F, OH, C_1-C_4 alkyl, and C_1-C_3 alkylhydroxy;

~~alternatively, R^{20} and R^{21} or R^{22} and R^{23} are taken together to form a C_3-C_6 cycloalkyl;~~

R^{24} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{25} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a phenyl substituted with 0-3 R^{15} ~~and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R^{15}~~;

each R^{26} is independently a member selected from the group consisting of H, C_1-C_4 alkyl, (C_1-C_4 alkyl)-C(=O)- and (C_1-C_4 alkyl)-$S(=O)_2$-;

each R^{27} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

~~alternatively, R^{26} and R^{27} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

each R^{28} is independently a member selected from the group consisting of H, a C_1-C_6 alkyl, C_3-C_8 cycloalkyl, a phenyl substituted with 0-3 R^{15}, a benzyl substituted with 0-2 R^{15};

each R^{29} is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO_2, OR^{28}, SR^{28}, $S(=O)R^{28}$, $S(=O)_2R^{28}$, $S(=O)_2NR^{13}R^{14}$, $NR^{26}R^{27}$, acetyl, $C(=O)NR^{13}R^{14}$, $C(=O)OR^{13}$, C_1-C_6 alkyl, $OCHF_2$, SCF_3, OCF_3, and -C(=NH)NH_2; ~~and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~alternatively, two R^{29} substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;~~

alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R^{19};

each R^{30} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_1-C_4 alkyl substituted with 0-1 R^{25}, and a phenyl substituted with 0-3 R^{15}; ~~and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}~~;

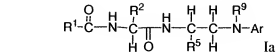
and with the proviso that R^3, R^4, R^5, R^6, R^7, R^8, and R^9 are not all hydrogen.

2-3. (canceled)

4. (currently amended) The compound of claim 1, wherein: R^1 is ~~a member selected from the group consisting of~~ phenyl substituted with 0-3 R^{1a}; ~~furanyl substituted with 0-3 R^{1a}, C_3-C_6 cycloalkyl substituted with 0-3 R^{1a}, indolyl substituted with 0-3 R^{1a}, 5- or 6-membered heterocyclyl substituted with 0-3 R^{1a}, pyidazinyl substituted with 0-3 R^{1a}, imadazolyl substituted with 0-3 R^{1a}, thienyl substituted with 0-3 R^{1a}, thiazolyl substituted with 0-3 R^{1a}, oxadiazolyl substituted with 0-3 R^{1a}, pyrazolyl substituted with 0-3 R^{1a}, isoxazolyl substituted with 0-3 R^{1a}, tetrazolyl substituted with 0-3 R^{1a}, oxazolyl substituted with 0-3 R^{1a} and pyridyl substituted with 0-3 R^{1a}~~.

5-6. (canceled)

7. (currently amended) The compound of claim 1, according to formula Ia:



Ia

wherein:

R^1 is ~~a member selected from the group consisting of a~~ C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated ~~and a C_4-C_7 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated~~;

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~; a C_1-C_6 alkyl substituted with 0-2 R^{2a}, and a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

8. (currently amended) The compound of claim 7, wherein:

R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

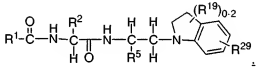
each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl substituted with 0-1 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-; and

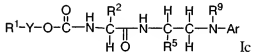
each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR^{30}, C(=O)$NR^{13}R^{14}$, $NR^{11}R^{12}$, a phenyl substituted with 0-3 R^{15}, ~~a C_4-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the~~

~~group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated;~~ and C_3-C_8 cycloalkyl.

9. (currently amended) The compound of claim 7, wherein said compound is of the formula:



10. (withdrawn, currently amended) The compound of claim 1, according to formula Ic:



Ic

wherein:

R^1 is ~~a member selected from the group consisting of tBu,~~ phenyl substituted with 0-2 R^{15}, ~~a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_4-C_7 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{16}~~;

~~each R^{16} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, a C_1-C_6 alkoxy, CF_3, OCF_3, $C(=O)R^{10}$, $S(=O)_2R^{10}$, tBoc, Cbz, phenyl substituted with 0-3 R^{15}, and a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~;

Y is a member independently selected from the group consisting of a bond and $-(CR^{20}R^{21})_m$-W-$(CR^{22}R^{23})_p$-, wherein m is 0, W is a bond, and $R^{22}R^{23}$ are both H;

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said~~

~~heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl~~; a C_1-C_3 alkyl substituted with 1 R^{2a}, and a C_3-C_7 cycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, ~~a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}~~; a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

11. (withdrawn, currently amended) The compound of claim 10, wherein:

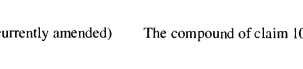
R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19};

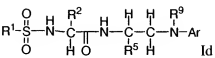
R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl substituted with 0-1 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-; and

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, C(=O)OR^{30}, C(=O)$NR^{13}R^{14}$, $NR^{11}R^{12}$, a phenyl substituted with 0-3 R^{15}, ~~a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated~~; and C_3-C_8 cycloalkyl.

12. (withdrawn, currently amended) The compound of claim 10, wherein said compound is of the formula:



13. (withdrawn, currently amended) The compound of claim 1, according to formula Id:



Id

wherein:

R^1 is ~~a member selected from the group consisting of methyl, benzyl,~~ C_6-C_{10} aryl substituted with 0-3 R^{1a}~~, and a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}~~;

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, and phenyl substituted with 0-3 R^{15}~~, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}~~, and a C_4-C_4 alkyl~~; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

14. (withdrawn, currently amended) The compound of claim 13, wherein:

R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

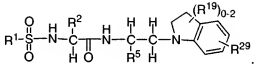
each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl substituted with 0-1 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-; and

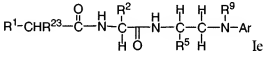
each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a phenyl substituted with 0-3 R^{15}~~, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the~~

~~group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated~~; and C_3-C_8 cycloalkyl.

15. (withdrawn) The compound of claim 13, wherein said compound is of the formula:



16. (currently amended) The compound of claim 1, according to formula Ie



Ie

wherein:

R^1 is ~~a member selected from the group consisting of a~~ C_6-C_{10} aryl substituted with 0-3 R^{1a}~~, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}~~;

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}~~, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated~~, and a C_1-C_4 alkyl substituted with 0-2 R^{16}; and

Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

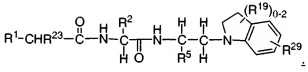
17. (original) The compound of claim 16, wherein:

R^2 is a member selected from the group consisting of a C_1-C_2 alkyl substituted with 1 R^{2a}, and C_1-C_6 alkyl;

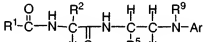
each R^{2a} is independently a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, and a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}; and

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl; a C_1-C_6 alkyl, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-.

18. (currently amended) The compound of claim 16, wherein said compound is of the formula:



19. (currently amended) The compound of claim 1, according to formula Ia



Ia

wherein:

R^1 is ~~a member selected from the group consisting of~~ C_6-C_{10} aryl substituted with 0-3 R^{1a}~~, and a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}~~;

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}; and a C_1-C_4 alkyl substituted with 0-2 R^{16};

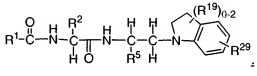
R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}; ~~a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said~~

~~heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl,~~ a C_1-C_2 alkyl substituted with 1 R^{2a}, and a C_3-C_7 cycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}; ~~a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15};~~ a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}; and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19}; and

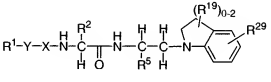
Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

20. (currently amended) The compound of claim 19, wherein said compound is of the formula:



21-22. (canceled)

23. (currently amended) The compound of claim 1, according to formula Ig:



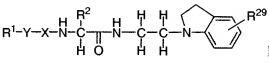
Ig

wherein:

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; ~~5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};~~ and a C_1-C_6

alkyl substituted with 0-2 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -S(=O)$_2$- and –NR^{17}-.

24. (currently amended) The compound of claim 23, according to formula Ih:

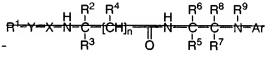


Ih.

25. (original) The compound of claim 1, wherein R^9 is H; and Ar is phenyl substituted with 0-3 R^{29}, or alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5- to 7-membered fused heterocyclic ring is substituted with 0-2 R^{19}.

26. (canceled)

27. (currently amended) A pharmaceutical composition comprising~~: a~~ the compound of Formula I in claim 1:



I

or a pharmaceutically acceptable salt and an excipient, ~~or prodrug thereof,~~

~~wherein:~~

~~R^1 is a member selected from the group consisting of H, C_6-C_{10} aryl substituted with 0-3 R^{1a}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated; and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;~~

~~each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_6 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1e} and is saturated or unsaturated, and a C_1-C_4 alkyl substituted with 0-2 R^{16};~~

~~each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C_1-C_6 alkyl, C_1-C_6 alkoxy, CF_3 and OCF_3;~~

~~each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, C_1-C_6 alkoxy, CF_3, OCF_3, $C(=O)R^{10}$, $S(=O)_2R^{10}$, tBoc, Cbz; phenyl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};~~

~~R^3 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{2a}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, and -S(=O)$_2$-, a C_2-C_6 alkenyl, a C_2-C_6 alkynyl, a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}, wherein said C_3-C_7 cycloalkyl optionally contains a heteroatom selected from -O-, -S-, and -S(=O)$_2$-, and a C_7-C_{14} bicycloalkyl substituted with 0-2 R^{19};~~

~~each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{14} bicycloalkyl substituted with 0-2 R^{19};~~

~~R^3 is a member selected from the group consisting of H and C_1-C_4 alkyl;~~

~~subscript n is 0 or 1;~~

~~R^4 is a member selected from the group consisting of H and C_1-C_6 alkyl;~~

alternatively, R^3 and R^4 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_1-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of -O-, -S-, S(=O), $S(=O)_2$ and NR^{17};

Y is a member independently selected from the group consisting of a bond and $-(CR^{20}R^{21})_m$-W-$(CR^{22}R^{23})_p$-;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, S(=O), $S(=O)_2$ and NR^{12};

X is selected from the group consisting of C(=O), OC(=O), $NR^{24}C(=O)$ and $S(=O)_2$;

each of R^6, R^7, R^8 and R^9 is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^5 and R^7 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

alternatively, R^5 and R^9 are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R^{29}; and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{29};

each R^{10} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a C_1-C_3 perfluoroalkyl, a C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms

~~each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{16};~~

~~each R^{11} is independently a member selected from the group consisting of H, ^{t}BOC, Cbz, C_3-C_8 cycloalkyl, (C_1-C_6 alkyl) C(=O) , (C_1-C_6 alkyl) S(=O)$_2$- and a C_1-C_6 alkyl;~~

~~each of R^{12}, R^{13} and R^{14} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;~~

~~alternatively, R^{13} and R^{14} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~each R^{15} is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO_2, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, $NR^{26}R^{27}$, C_1-C_6 alkoxy, C_1-C_3 perfluoroalkyl, C_1-C_3 perfluoroalkoxy and a C_1-C_6 alkyl;~~

~~each R^{16} is independently a member selected from the group consisting of H, OH, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkoxy, $NR^{26}R^{27}$, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated;~~

~~R^{17} is a member selected from the group consisting of H and C_1-C_4 alkyl;~~

~~each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO_2, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a C_1-C_3 perfluoroalkyl, a C_1-C_3 perfluoroalkoxy, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl;~~

~~each R^{19} is a independently a member selected from the group consisting of C_1-C_4 alkyl, F, Cl and C_1-C_4 alkoxy, CF_3 and OCF_3;~~

~~alternatively, two R^{19} on the same carbon may be combined to form C_3-C_6 cycloalkyl;~~

~~each of R^{20}, R^{21}, R^{22} and R^{23} is independently a member selected from the group consisting of a bond, H, F, OH, C_1-C_4 alkyl, and C_1-C_3 alkylhydroxy;~~

~~alternatively, R^{20} and R^{21} or R^{22} and R^{23} are taken together to form a C_3-C_6 cycloalkyl;~~

~~R^{24} is a member selected from the group consisting of H and C_1-C_4 alkyl;~~

~~each R^{25} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a phenyl substituted with 0-3 R^{15} and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R^{15};~~

~~each R^{26} is independently a member selected from the group consisting of H, C_1-C_4 alkyl, (C_1-C_4 alkyl)-$C(=O)$- and (C_1-C_4 alkyl)-$S(=O)_2$-;~~

~~each R^{27} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;~~

~~alternatively, R^{26} and R^{27} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~each R^{28} is independently a member selected from the group consisting of H, a C_1-C_6 alkyl, C_3-C_8 cycloalkyl, a phenyl substituted with 0-3 R^{15}, a benzyl substituted with 0-2 R^{15};~~

~~each R^{29} is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO_2, OR^{28}, SR^{28}, $S(=O)R^{28}$, $S(=O)_2R^{28}$, $S(=O)_2NR^{13}R^{14}$, $NR^{26}R^{27}$, acetyl, $C(=O)NR^{13}R^{14}$, $C(=O)OR^{13}$, C_1-C_6 alkyl, $OCHF_2$, SCF_3, OCF_3, $C(=NH)NH_2$, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;~~

~~alternatively, two R^{29} substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;~~

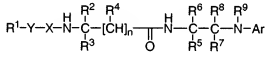
~~alternatively, R^{20} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R^{19};~~

~~each R^{30} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}, and a 5- to~~

~~6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}; with the proviso that R^3, R^4, R^5, R^6, R^7, R^8, and R^9 are not all hydrogen; and an excepient.~~

28. (currently amended) A pharmaceutical ~~The~~ composition comprising the compound of claim 38 ~~of claim 27, wherein said compound is a member selected from the compounds of Table I~~.

29. (withdrawn) A method of selectively inhibiting cathepsin S activity in a mammal in need thereof, comprising administering to said mammal a therapeutically effective amount of a compound of Formula I:



I

or a pharmaceutically acceptable salt or prodrug thereof,

wherein:

R^1 is a member selected from the group consisting of H, C_6-C_{10} aryl substituted with 0-3 R^{1a}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{1a}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{1b}, wherein said C_3-C_8 cycloalkyl is saturated or unsaturated; and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated;

each R^{1a} is independently a member selected from the group consisting of H, C_1-C_3 perfluoroalkyl, C_3-C_7 cycloalkyl, F, Cl, Br, CN, NO_2, OR^{10}, SCH_3, $S(=O)CH_3$, $S(=O)_2R^{10}$, $NR^{11}R^{12}$, acetyl, $C(=O)OR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said

heterocycle is substituted with 0-2 R^{1c} and is saturated or unsaturated, and a C_1-C_4 alkyl substituted with 0-2 R^{16};

each R^{1b} is independently a member selected from the group consisting of H, OH, F, Cl, acetyl, =O, C_1-C_6 alkyl, C_1-C_6 alkoxy, CF_3 and OCF_3;

each R^{1c} is independently a member selected from the group consisting of H, OH, F, Cl, =O, C_1-C_6 alkyl substituted with 0-2 R^{16}, C_1-C_6 alkoxy, CF_3, OCF_3, $C(=O)R^{10}$, $S(=O)_2R^{10}$, tBoc, Cbz; phenyl substituted with 0-3 R^{15}; a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15};

R^2 is a member selected from the group consisting of a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{2a}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, and -$S(=O)_2$-, a C_2-C_6 alkenyl, a C_2-C_6 alkynyl, a C_3-C_7 cycloalkyl substituted with 0-2 R^{19}, wherein said C_3-C_7 cycloalkyl optionally contains a heteroatom selected from –O-, -S-, and -$S(=O)_2$-, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

each R^{2a} is independently a member selected from the group consisting of a C_6-C_{10} aryl substituted with 0-3 R^{15}, a 5- to 6-membered monocyclic or 8- to 10-membered bicyclic heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 cycloalkyl substituted with 0-2 R^{19}, and a C_7-C_{11} bicycloalkyl substituted with 0-2 R^{19};

R^3 is a member selected from the group consisting of H and C_1-C_4 alkyl;

subscript n is 0 or 1;

R^4 is a member selected from the group consisting of H and C_1-C_6 alkyl;

alternatively, R^2 and R^4 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

R^5 is a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_2-C_6 alkenyl, C_2-C_6 alkyne, phenyl substituted with 0-2 R^{15}; 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, a C_1-C_6 alkyl substituted with 0-2 R^{18}, wherein said C_1-C_6 alkyl optionally contains a heteroatom selected from the group consisting of –O-, -S-, -S(=O)-, -$S(=O)_2$- and –NR^{17}-;

Y is a member independently selected from the group consisting of a bond and $-(CR^{20}R^{21})_m-W-(CR^{22}R^{23})_p-$;

subscript p is 1 or 2;

subscript m is 0 or 1;

W is a member independently selected from the group consisting of a bond, -O-, -S-, -S(=O)-, $-S(=O)_2-$ and $-NR^{12}-$;

X is selected from the group consisting of -C(=O)-, -OC(=O)-, $-NR^{24}C(=O)-$ and $-S(=O)_2-$;

each of R^6, R^7, R^8 and R^9 is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^5 and R^7 are taken together to form a C_5-C_7 cycloalkyl substituted with 0-2 R^{19};

alternatively, R^5 and R^9 are taken together to form a 6-7 membered heterocyclic ring containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

Ar is a member selected from the group consisting of phenyl substituted with 0-3 R^{29}, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{29};

each R^{10} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a C_1-C_3 perfluoroalkyl, a C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}; a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-2 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{1c};

each R^{11} is independently a member selected from the group consisting of H, ^{t}BOC, Cbz. C_3-C_8 cycloalkyl, (C_1-C_6 alkyl)-C(=O)-, (C_1-C_6 alkyl)-$S(=O)_2-$ and a C_1-C_6 alkyl;

each of R^{12}, R^{13} and R^{14} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{13} and R^{14} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{15} is independently a member selected from the group consisting of H, OH, F, Cl, Br, I, CN, NO_2, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, $-SCH_3$, $-S(=O)CH_3$, $-S(=O)_2CH_3$, $NR^{26}R^{27}$, C_1-C_6 alkoxy, C_1-C_3 perfluoroalkyl, C_1-C_3 perfluoroalkoxy and a C_1-C_6 alkyl;

each R^{16} is independently a member selected from the group consisting of H, OH, $COOR^{13}$, $C(=O)NR^{13}R^{14}$, $S(=O)_2NR^{13}R^{14}$, acetyl, $-SCH_3$, $-S(=O)CH_3$, $-S(=O)_2CH_3$, C_1-C_6 alkoxy, $NR^{26}R^{27}$, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, and a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated;

R^{17} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{18} is independently a member selected from the group consisting of H, OH, F, Cl, CN, NO_2, $C(=O)OR^{30}$, $C(=O)NR^{13}R^{14}$, $NR^{11}R^{12}$, a C_1-C_3 perfluoroalkyl, a C_1-C_3 perfluoroalkoxy, a phenyl substituted with 0-3 R^{15}, a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15}, a C_3-C_8 heterocycle containing 1 to 2 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heterocycle is substituted with 0-2 R^{15} and is saturated or unsaturated; and C_3-C_8 cycloalkyl;

each R^{19} is a independently a member selected from the group consisting of C_1-C_4 alkyl, F, Cl and C_1-C_4 alkoxy, CF_3 and OCF_3;

alternatively, two R^{19} on the same carbon may be combined to form C_3-C_6 cycloalkyl;

each of R^{20}, R^{21}, R^{22} and R^{23} is independently a member selected from the group consisting of a bond, H, F, OH, C_1-C_4 alkyl, and C_1-C_3 alkylhydroxy;

alternatively, R^{20} and R^{21} or R^{22} and R^{23} are taken together to form a C_3-C_6 cycloalkyl;

R^{24} is a member selected from the group consisting of H and C_1-C_4 alkyl;

each R^{25} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, a phenyl substituted with 0-3 R^{15} and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said 5- to 6-membered heteroaryl is substituted with 0-2 R^{15};

each R^{26} is independently a member selected from the group consisting of H, C_1-C_4 alkyl, (C_1-C_4 alkyl)-C(=O)- and (C_1-C_4 alkyl)-S(=O)$_2$-;

each R^{27} is independently a member selected from the group consisting of H and C_1-C_4 alkyl;

alternatively, R^{26} and R^{27} on the same N atom are taken together to form a C_5-C_7 heterocycle containing 1-2 heteroatoms each independently a member selected from the group consisting of N, O and S;

each R^{28} is independently a member selected from the group consisting of H, a C_1-C_6 alkyl, C_3-C_8 cycloalkyl, a phenyl substituted with 0-3 R^{15}, a benzyl substituted with 0-2 R^{15};

each R^{29} is independently a member selected from the group consisting of H, F, Cl, Br, I, CN, NO_2, OR^{28}, SR^{28}, $S(=O)R^{28}$, $S(=O)_2R^{28}$, $S(=O)_2NR^{13}R^{14}$, $NR^{26}R^{27}$, acetyl, $C(=O)NR^{13}R^{14}$, $C(=O)OR^{13}$, C_1-C_6 alkyl, $OCHF_2$, SCF_3, OCF_3, -C(=NH)NH_2, and 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S;

alternatively, two R^{29} substituted on adjacent atoms may be combined to form a 5 to 6 membered heterocyclic fused radical, wherein said 5 to 6 membered heterocyclic fused radical comprise 1 or 2 heteroatom(s) selected from O, S and N; wherein said 5 to 6 membered heterocyclic fused radical is substituted with 0-1 oxo;

alternatively, R^{29} and R^9 are taken together to form a 5- to 7-membered fused heterocyclic ring containing 1-2 heteroatom(s) each independently a member selected from the group consisting of N, O and S; wherein said 5 to 7 membered fused heterocyclic ring is substituted with 0-2 R^{19};

each R^{30} is independently a member selected from the group consisting of H, C_3-C_7 cycloalkyl, C_1-C_4 alkyl substituted with 0-1 R^{25}, a phenyl substituted with 0-3 R^{15}, and a 5- to 6-membered heteroaryl containing 1 to 4 heteroatoms each independently a member selected from the group consisting of N, O and S, wherein said heteroaryl is substituted with 0-3 R^{15};

and with the proviso that R^3, R^4, R^5, R^6, R^7, R^8, and R^9 are not all hydrogen.

30. (withdrawn) The method of claim 29, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 10 μM.

31. (withdrawn) The method of claim 30, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 1.0 μM.

32. (withdrawn) The method of claim 31, wherein the cathepsin S inhibition constant for a compound of Formula I is less than 0.1 μM.

33. (withdrawn) The method of claim 29, wherein cathepsin S is selectively inhibited in the presence of at least one other cathepsin.

34. (withdrawn) The method of claim 33, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 10 times greater than a cathepsin S inhibition constant of a compound of Formula I.

35. (withdrawn) The method of claim 34, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 100 times greater than said cathepsin S inhibition constant of a compound of Formula I.

36. (withdrawn) The method of claim 35, wherein the inhibition constant of a compound of Formula I for said at least one other cathepsin is at least 1000 times greater than said cathepsin S inhibition constant of a compound of Formula I.

37. (withdrawn) The method of claim 29, wherein said compound is a member selected from the compounds of Table I.

38. (new) The compound of claim 1, selected from the group consisting of:

(S)-N-{1-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-4-phenoxy-benzamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-[2-(4-methoxy-phenyl)-acetylamino]-propionamide;

(S)-N-{1-[2-(5-Chloro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(7-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(6-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(7-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-cyano-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

Cyclopropanecarboxylic acid (S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-amide;

(S)-N-{3-Cyclohexyl-1-[2-(4-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-methoxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S)-N-{3-Cyclohexyl-1-[2-(5-benzyloxy-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

N-{1-(S)-[2-(4-Methoxy-phenylamino)-propylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-{1-(S)-[2-(4-Methoxy-phenylamino)-1-methyl-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-{1-(S)-[2-(4-Methoxy-phenylamino)-1-(S)-methyl-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-{1-(S)-[2-(4-Methoxy-phenylamino)-1-(R)-methyl-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-{2-Cyclohexyl-(1S)-[2-(4-methoxy-phenylamino)-(1R)-methyl-ethylcarbamoyl]-ethyl}-3-methoxy-benzamide;

N-{(1S)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1,1-dimethyl-ethylcarbamoyl]-2-phenyl-ethyl}-3-methyl-benzamide;

N-{1-(S)-[1-(R)-Benzyloxymethyl-2-(4-methoxy-phenylamino)-ethylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

N-(S)-{[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-phenyl-methyl}-3-methoxy-benzamide;

N-[1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-(4-fluoro-phenyl)-ethyl]-3-methoxy-benzamide;

N-{1-(S)-[(2-Benzyloxy-1-(R)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-ethylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

N-{3-Cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

N-{3-Cyclohexyl-1-(R)-[(S)-2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-5-(5-Fluoro-2,3-dihydro-indol-1-yl)-4-[4-methyl-2-(3-methyl-benzoylamino)-pentanoylamino]-pentanoic acid benzyl ester;

(S,S)-5-(5-Fluoro-2,3-dihydro-indol-1-yl)-4-[4-methyl-2-(3-methyl-benzoylamino)-pentanoylamino]-pentanoic acid;

(S,S)-*N*-{1-[3-Carbamoyl-1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-propylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

(S,S)-*N*-{1-[1-(5-Fluoro-2,3-dihydro-indol-1-ylmethyl)-3-ureido-propylcarbamoyl]-3-methyl-butyl}-3-methyl-benzamide;

(S,S)-3-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

(S,S)-3-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

(S,S)-N-{1-[1-Benzyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

(S,S)-N-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-3-methyl-butylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-*N*-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-2-methyl-propylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-*N*-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-phenyl-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

N-{1-(S)-[2-(R)-Benzyloxy-1-(R)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-propylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

N-{1-(R)-[1-(R)-Benzylsulfanylmethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

(S,S)-[5-[4-Cyclohexyl-2-(3-methoxy-benzoylamino)-butyrylamino]-6-(5-fluoro-2,3-dihydro-indol-1-yl)-hexyl]-carbamic acid benzyl ester;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(2-fluoro-biphenyl-4-yl)-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-p-tolyl-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-o-tolyl-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(4-fluoro-phenyl)-propionamide;

2-(4-Chloro-phenyl)-N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-propionamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(R)-phenyl-propionamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-3-methyl-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-4-(methanesulfonylamino-methyl)-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-3-methanesulfonyl-benzamide;

N-(S)-{2-cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-4-methanesulfonylamino-benzamide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(4-hydroxy-phenyl)-propionamide;

4-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(S)-(2-(R)-phenyl-propionylamino)-butyramide;

N-{2-cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-2-(R)-phenyl-butyramide;

N-{1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-cyclohexyl-ethyl}-3-methoxy-benzamide;

N-{2-Cyclohexyl-1-(S)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-ethyl}-3-methoxy-benzamide;

N-{1-(S)-[1-(R)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-3,3-dimethyl-butyl}-3-methoxy-benzamide;

N-{1-(S)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1-(R)-hydroxymethyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-3-methoxy-benzamide;

3-(S)-(2-(S)-Benzyloxycarbonylamino-4,4-dimethyl-pentanoylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid tert-butyl ester;

3-(S)-(2-(S)-Benzyloxycarbonylamino-4,4-dimethyl-pentanoylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-(S)-[2-(S)-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid tert-butyl ester;

3-(S)-[3-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-propionylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

3-(S)-[3-Cyclohexyl-2-(S)-(3-methoxy-benzoylamino)-propionylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-(S)-[2-(S)-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid ethyl ester;

N-{1-(S)-[2-Cyano-1-(S)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-ethylcarbamoyl]-3,3-dimethyl-butyl}-3-methoxy-benzamide;

N-{1-(S)-[5-Amino-1-(S)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-pentylcarbamoyl]-3-cyclohexyl-propyl}-3-methoxy-benzamide;

3-(*S*)-(2-(*S*)-Benzyloxycarbonylamino-3-cyclohexyl-propionylamino)-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid benzyl ester;

1-(*S*)-[1-(*R*)-Benzyloxymethyl-2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-2-cyclohexyl-ethyl}-carbamic acid benzyl ester;

N-{3-Cyclohexyl-1-(*S*)-[2-(3,5-dimethoxy-benzyloxy)-1-(*R*)-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

4-{2-(*R*)-[4-Cyclohexyl-2-(*S*)-(3-methoxy-benzoylamino)-butyrylamino]-3-(5-fluoro-2,3-dihydro-indol-1-yl)-propoxymethyl}-benzoic acid methyl ester;

(S,S)-N-{3-Cyclohexyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(4-hydroxy-benzyl)-ethylcarbamoyl]-propyl}-3-methoxy-benzamide;

{2-Cyclohexyl-1-(*S*)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(*S*)-methyl-ethylcarbamoyl]-ethyl}-carbamic acid benzyl ester;

4-Benzyloxy-*N*--(*R*,*S*)-{[2-(4-amidinophenylamino)-1-(*S*)-methyl-ethylcarbamoyl]-(2,4-dichloro-phenyl)-methyl}-benzamide;

{1-(*S*)-[2-(5-Fluoro-2,3-dihydro-indol-1-yl)-1-(*S*)-methyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-carbamic acid benzyl ester;

Cyclopropanecarboxylic acid {1-(*S*)-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-(*S*)-methyl-ethylcarbamoyl]-3,3-dimethyl-butyl}-amide;

(S,S)-2-(3-Chloro-benzenesulfonylamino)-3-cyclohexyl-N-[1-methyl-2-(4-trifluoromethoxy-phenylamino)-ethyl]-propionamide;

(S,S)-3-Cyclohexyl-N-[1-methyl-2-(4-trifluoromethoxy-phenylamino)-ethyl]-2-(3-trifluoromethoxy-benzenesulfonylamino)-propionamide;

N-((S)-2-(5-fluoroindolin-1-yl)ethylcarbamoyl)(cyclohexyl) methyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(2-chlorophenyl)ethyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(3-chlorophenyl)ethyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-(4-chlorophenyl)ethyl)-3-methylbenzamide;

(S)-N-{2-Cyclopentyl-1-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethylcarbamoyl]-ethyl}-3-methyl-benzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-3,3-dimethylbutyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-3-cyclohexylpropyl)-3-methylbenzamide;

N-((S)-1-(2-(5-fluoroindolin-1-yl)ethylcarbamoyl)-2-phenylethyl)-3-methylbenzamide;

N-(R,S)-((3-(5-fluoroindolin-1-yl)-1-hydroxypropan-2-(R)-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;

N-(S)-((3-(benzyloxy)-1-(5-fluoroindolin-1-yl)propan-2-(R)-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;

(R,S)-N-((2-(5-fluoroindolin-1-yl)ethylcarbamoyl)(2,4-dichlorophenyl)methyl)-3-methylbenzamide;

(S,S)-N-((3-(5-fluoroindolin-1-yl)-1-hydroxypropan-2-ylcarbamoyl)(2,4-dichlorophenyl)methyl)-3,4-difluorobenzamide;

(S,S)-4-(5-Fluoro-2,3-dihydro-indol-1-yl)-3-[2-(3-methoxy-benzoylamino)-4,4-dimethyl-pentanoylamino]-butyric acid;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(5-isoxazol-3-yl-thiophene-2-sulfonylamino)-propionamide;

(S)-2-(3-Biphenyl-4-yl-ureido)-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-phenoxy-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(naphthalene-1-sulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-trifluoromethyl-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-trifluoromethoxy-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-[4-(4-fluoro-phenoxy)-benzenesulfonylamino]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4'-methoxy-biphenyl-4-sulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(4-methoxy-benzenesulfonylamino)-propionamide;

(S)-3-Cyclohexyl-2-(4-difluoromethoxy-benzenesulfonylamino)-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-phenylmethanesulfonylamino-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(toluene-3-sulfonylamino)-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-[4-(4-methoxy-phenoxy)-benzenesulfonylamino]-propionamide;

(S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-ethyl]-2-(3-methoxy-benzenesulfonylamino)-propionamide;

(S,S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-2-(toluene-3-sulfonylamino)-propionamide;

(S,S)-3-[4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid tert-butyl ester;

(S,S)-3-Cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-2-(3-trifluoromethoxy-benzenesulfonylamino)-propionamide;

(S,S)-2-(3-Chloro-benzenesulfonylamino)-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-propionamide;

(S,S)-N-{3-Cyclohexyl-1-[1-(5-fluoro-2,3-dihydro-indol-1-ylmethyl)-3-hydroxy-propylcarbamoyl]-propyl}-3-methoxy-benzamide;

(S,S)-3-[4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoylamino]-4-(5-fluoro-2,3-dihydro-indol-1-yl)-butyric acid;

(S,S)-2-Benzenesulfonylamino-3-cyclohexyl-N-[2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-propionamide; and

(S,S)-4,4-Dimethyl-2-(toluene-3-sulfonylamino)-pentanoic acid [2-(5-fluoro-2,3-dihydro-indol-1-yl)-1-methyl-ethyl]-amide.